

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

Objection Deadline: March 4, 2005
Hearing Date: March 21, 2005 at 12:00 p.m.

**NOTICE OF MOTION OF THE DEBTORS FOR AN ORDER AUTHORIZING
THE DEBTORS TO ENTER INTO (A) AN EMPLOYMENT AGREEMENT WITH ITS
CURRENT CHIEF OPERATING OFFICER UNDER WHICH HE WOULD ASSUME
THE POSITION OF CHIEF EXECUTIVE OFFICER OF THE DEBTORS ("CEO") AND
(B) A POST-RETIREMENT AGREEMENT WITH THE CURRENT CEO WHEREBY
HE WOULD PROVIDE CONSULTING SERVICES RELATED TO DEBTORS'
CHAPTER 11 CASES**

TO: All parties required to receive notice pursuant to Del. L.R. 2002-1.

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed the *Motion of the Debtors for an Order Authorizing the Debtors to Enter into (A) an Employment Agreement with Its Current Chief Operating Officer Under Which He Could Assume the Position of Chief Executive Officer of the Debtors and (B) a Post-Retirement Agreement with the Current CEO Whereby He Would Provide Consulting Services Related to Debtors' Chapter 11 Cases* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

Objections and other responses to the relief requested in the Motion, if any, must be in writing and filed with the Bankruptcy Court no later than **4:00 p.m. prevailing Eastern Time on March 4, 2005.**

At the same time, you must also serve a copy of the objection or response, if any, upon the following: (i) co-counsel for the Debtors, Janet S. Baer, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 (fax 312-861-2200), and David W. Carickhoff, Jr., Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, NY 10038-4982 (fax 212-806-6006), and Michael R. Lastowski, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246 (fax 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 (fax 305-374-7593), and Michael B. Joseph, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899 (fax 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 (fax 212-644-6755), and Marla Eskin, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, DE 19801 (fax 302-426-9947); (v) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022 (fax 212-715-8000), and Teresa K.D. Currier, Klett Rooney Lieber & Schorling, 1000 West Street, Suite 1410, P.O. Box 1397, Wilmington, DE 19899-1397 (fax 302-552-4220); (vi) counsel to the Future Claimants' Representative, Richard H. Wyron, Swidler Berlin Shereff Friedman, LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 (fax 202-424-7643), and John C. Phillips, Jr., Phillips, Goldman & Spence, P.A., 1200 North Broom

Street, Wilmington, DE 19806 (fax 302-655-4210); and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, 844 N. King Street, Wilmington, DE 19801 (fax 302-573-6497).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN
ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE
RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

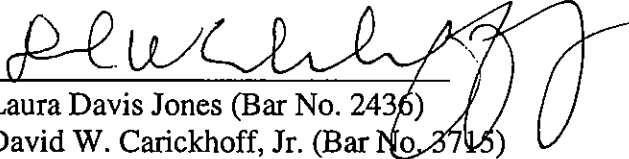
IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND
SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL
BE HELD BEFORE THE HONORABLE JUDITH K. FITZGERALD AT THE
BANKRUPTCY COURT ON **MARCH 21, 2005 AT 12:00 P.M. EASTERN TIME.**

Dated: February 11, 2005

KIRKLAND & ELLIS LLP
James H.M. Sprayregen, P.C.
Janet S. Baer
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and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &
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